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11 UNITED STATES DISTRICT COURT
12
13 NORTHERN DISTRICT OF CALIFORNIA
14
15 SAN JOSE DIVISION

15 IN RE INTUIT INC.
16 DERIVATIVE LITIGATION

Master File No. C06-03864 JF (PVT)

**STIPULATION AND [PROPOSED]
ORDER REGARDING VOLUNTARY
DISMISSAL WITHOUT PREJUDICE**

Plaintiffs, by their undersigned attorneys, and Defendants, by their undersigned attorneys, stipulate and agree that the Consolidated Complaint in this action shall be dismissed without prejudice, with no compensation to Plaintiffs or relief from Defendants. Defendants do hereby agree not to assert and agree to forego any alleged claim for fees or expenses against Plaintiffs or their counsel. Accordingly, all parties shall bear their own costs and attorneys' fees. No Defendant has filed an answer, and no motion for summary judgment has been filed.

In light of the above, the parties believe that notice is not required and respectfully request that the Court approve the dismissal pursuant to Federal Rule of Civil Procedure 23.1.

IT IS SO STIPULATED.

Dated: November 24, 2006

/s/ Alan R. Plutzik

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(except Stephen Pelletier, who has not appeared or been served)

I, Alan R. Plutzik, am the ECF User whose identification and password are being used to file the Stipulation in compliance with General Order 45.X.B. I hereby attest that the other signatory has concurred in this filing.

Dated: November 24, 2006

/s/ Alan R. Plutzik
Alan R. Plutzik

[PROPOSED] ORDER

Pursuant to the parties' stipulation and Federal Rule of Civil Procedure 23.1, the Consolidated Complaint is dismissed without prejudice. All parties shall bear their own costs and attorneys' fees. Given the circumstances, notice to shareholders is not required.

IT IS SO ORDERED.

11/29/06


Hon. Jeremy Fogel
United States District Court Judge